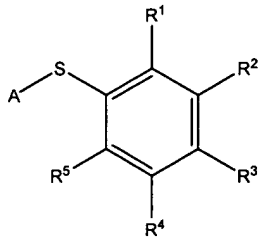
AMENDMENTS TO THE CLAIMS:

This listing of claims will replace all prior versions and listings of claims in the application:

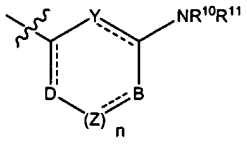
1. (Previously presented) A compound of formula I



I

or a pharmaceutically acceptable salt or prodrug thereof,

wherein R^1, R^2, R^4 and R^5 are each independently selected from hydrogen, halogen, alkyl, haloalkyl, alkoxy, cyano, nitro, cycloalkyl, carboxaldehyde, and a group of formula II defined as



II

and wherein R^3 is a pyridine of formula II;

D, B, Y and Z are each independently selected from CR^6=, $-CR^7R^8$-, -C(O)-, -O-, $-SO_2$-, -S-, -N=, and $-NR^9$-;

n is an integer of zero to three;

R^6, R^7, R^8 and R^9 are each independently selected from hydrogen, alkyl, carboxy, hydroxyalkyl, alkylaminocarbonyl alkyl, dialkylaminocarbonylalkyl and carboxyalkyl; and

R^{10} and R^{11} are each independently selected from hydrogen, alkyl, cycloalkyl, alkoxyalkyl, alkoxycarbonylalkyl, carboxyalkyl, hydroxyalkyl, heterocyclyl, heterocyclylalkyl and heterocyclylamino; or

R^{10} and R^{11} are taken together with N to form a three to seven membered unsubstituted heterocyclyl or a three to seven membered substituted heterocyclyl ring, substituted with at least one substituent R^{13}, wherein R^{13} is independently selected from alkyl, alkylene, alkoxy, alkoxyalkyl, cycloalkyl, aryl, heterocyclyl, heterocyclylalkyl, heterocyclylcarbonyl, heterocyclylalkylaminocarbonyl, hydroxy, hydroxyalkyl, hydroxyalkoxyalkyl, carboxy, carboxyalkyl, carboxycarbonyl, carboxaldehyde, alkoxycarbonyl, arylalkoxycarbonyl, aminoalkyl, aminoalkanoyl, aminocarbonyl, carboxamido, alkoxycarbonylalkyl, carboxamidoalkyl, cyano, tetrazolyl, alkanoyl, hydroxyalkanoyl, alkanoyloxy, alkanoylamino, alkanoyloxyalkyl, alkanoylaminoalkyl, sulfonate, alkylsulfonyl, alkylsulfonylaminocarbonyl, arylsulfonylaminocarbonyl and heterocyclylsulfonylaminocarbonyl;

A is an unsubstituted aryl group, an unsubstituted heterocyclyl group, a substituted aryl, or a heterocyclyl group substituted with at least one substituent R^{12}, wherein R^{12} is independently selected from halogen, alkyl, aryl, haloalkyl, hydroxy, alkoxy, alkoxyalkyl, alkoxycarbonyl, alkoxyalkoxy,

hydroxyalkyl, aminoalkyl, aminocarbonyl, alkyl(alkoxycarbonylalkyl) aminoalkyl, heterocyclyl, heterocyclylalkyl, carboxaldehyde, carboxaldehyde hydrazone, carboxamido, alkoxycarbonylalkyl, carboxy, carboxyalkyl, carboxyalkoxy, hydroxyalkylaminocarbonyl, cyano, amino, heterocyclylalkylamino, carboxythioalkoxy, carboxycycloalkoxy, thioalkoxy, carboxyalkylamino, trans-cinnamyl and heterocyclylalkylaminocarbonyl; and

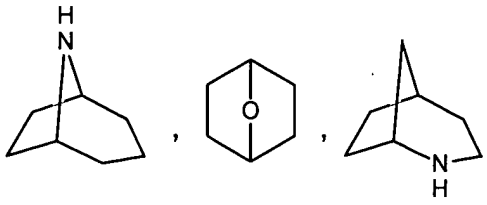
wherein R^1, R^2, R^3, R^4, R^5, R^6, R^7, R^8, R^9, R^{10}, R^{11}, R^{12} and R^{13} are unsubstituted or substituted with at least one electron donating or electron withdrawing group;

wherein the heterocyclyl is selected from 3-, 4-, 5-, 6- and 7-membered rings containing 1-3 heteroatoms independently selected from nitrogen, oxygen and sulfur; the 4- and 5-membered rings have zero to two double bonds and the 6- and 7-membered rings have zero to three double bonds, the heterocyclyl being optionally substituted with alkyl, halogen, hydroxy or alkyl substituents,

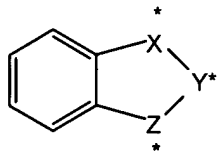
further wherein the heterocyclyl optionally comprises a group chosen from:

(i) bicyclic, tricyclic, and tetracyclic groups in which any of the above heterocyclic rings is fused to one or two rings independently selected from an aryl ring, a cyclohexane ring, a cyclohexane ring, a cyclopentane ring, a cyclopentene ring, and another monocyclic heterocyclic ring;

(ii) bridged bicyclic groups where a monocyclic heterocyclic group is bridged by alkylene group optionally selected from



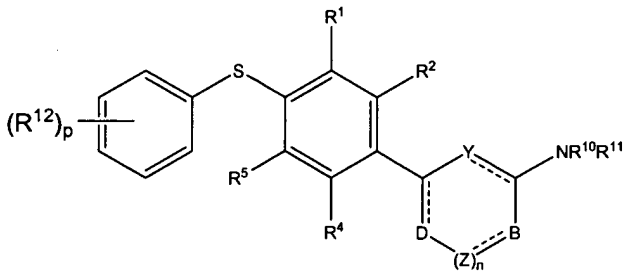
; and

(iii) compounds of the formula 

where X* and Z* are each independently selected from $-CH_2-$, $-CH_2NH-$, $-CH_2O-$, -NH- and -O-, with the proviso that at least one of X* and Z* is not $-CH_2-$, and Y* is selected from -C(O)- and $-(C(R'')_2)_v-$, where R'' is hydrogen or alkyl of one to four carbons, and v is 1-3.

2. (Canceled)

3. (Previously presented) A compound according to claim 1 of formula **III**



III

wherein p is an integer of one to five.

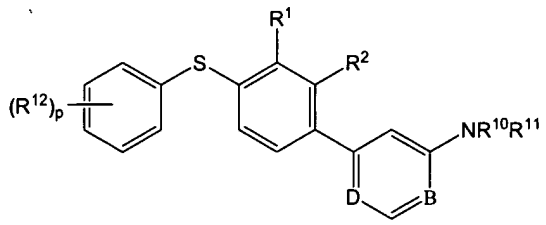
4. (Previously presented) A compound according to claim 3 wherein p is one;

R^4 and R^5 are hydrogen;

R^{12} is selected from halogen, alkyl, alkoxy, carboxyalkoxy, carboxyalkyl and heterocyclyl;

R^{10} and R^{11} are taken together with N to form a three to seven membered unsubstituted heterocyclyl ring, or a three to seven membered substituted heterocyclyl ring, substituted with at least one substituent R^{13} and wherein said substituted heterocyclyl, or unsubstituted heterocyclyl ring is selected from piperidine, piperazine, morpholine, pyrrolidine, and azetidine.

5. (Previously presented) A compound according to claim 1 of formula **IV**



IV

wherein D and B are each independently selected from -N= and -CR^6= such that the ring containing D and B defines a pyridine;

R^1 is selected from hydrogen, halogen and haloalkyl;

R^2 is selected from hydrogen, halogen and haloalkyl; and

p is an integer of one to five.

6. (Previously presented) A compound according to claim 5 wherein p is one; and

R^{10} and R^{11} are taken together with N to form a three to seven membered substituted heterocyclyl ring, or a three to seven membered unsubstituted heterocyclyl ring, substituted with at least one substituent R^{13}, wherein R^{13}

is defined as in claim 1, and wherein said substituted heterocyclyl ring, or unsubstituted heterocyclyl ring is selected from piperidine, piperazine, morpholine, pyrrolidine, and azetidine.

7. (Previously presented) A compound according to claim 1, selected from *N*-(1-(4-(4-(2-isopropyl-phenylsulfanyl)- 3-trifluoromethyl-phenyl)-pyridin-2-yl)-pyrrolidin-3-yl)-acetamide, 1-(4-(4-(2-methoxy-phenylsulfanyl)-3-trifluoromethyl-phenyl)-pyridin-2-yl)-pyrrolidine-3-ol, *N*-1-(4-(4-(2-methoxy-phenylsulfanyl)-3-trifluoromethyl-phenyl)-pyridin-2-yl)-pyrrolidine-3-yl)-acetamide, *N*-(1-(4-(4-(2,3-dihydro-benzo(1,4)dioxin-6-ylsulfanyl)-3-trifluoromethyl-phenyl) pyridin-2-yl)-pyrrolidin-3-yl)-acetamide, 4'-(4-(2,3-dihydro-benzo(1,4)dioxin-6-ylsulfanyl)-3 -trifluoromethyl-phenyl)-3,4,5,6-tetrahydro-2*H*-(1,2')bipyridinyl-4-carboxylic acid, and 4'-(4-(2,3-dihydro-benzo(1,4)dioxin-6-ylsulfanyl)-3-trifluoromethyl-phenyl)-3,4,5,6-tetrahydro-2*H*-(1,2')bipyridinyl-3-carboxylic acid.

8. (Previously presented) A composition comprising:

a compound according to claim 1

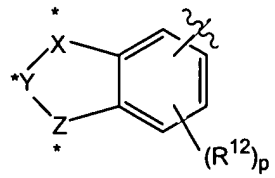
and a pharmaceutically acceptable carrier.

9. (Currently amended) A method ~~of inhibiting inflammation or suppressing immune response in a mammal~~ **for treating a disease or disorder selected from inflammation, allograft rejection, reperfusion injury, autoimmune diabetes, and lymphoma metastasis**, comprising administering to said mammal a therapeutic amount of a compound according to claim 1.

10. (Previously presented) A compound according to claim 1 wherein A is

(i) an unsubstituted or substituted aryl group, substituted by at least one substituent R^{12}, wherein R^{12} is defined as in claim 1, or

(ii) an unsubstituted or substituted heterocyclyl group of the formula



wherein

R^{12} is defined as in claim 1;

p is an integer of one to three;

X* and Z* are each independently selected from $-CH_2-$, $-CH_2NH-$, $-CH_2O-$, -NH-, and -O-, with the proviso that at least one of X* and Z* is not $-CH_2-$; and

Y* is $-(C(R")_2)_v-$, wherein

R" is hydrogen or alkyl; and

v is 1, 2, or 3.

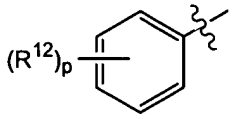
11. (Previously presented) A compound according to claim 1 wherein A is an unsubstituted or substituted aryl group, wherein the aryl group is

(i) a mono- or a bicyclic carbocyclic ring system having one or two aromatic rings, or

(ii) a mono- or a bicyclic carbocyclic ring system having one or two aromatic rings,

wherein one or more than one of the aromatic rings is fused to a ring selected from cyclohexane, cyclohexene, cyclopentane, and cyclopentene.

12. (Previously presented) A compound according to claim 1 wherein A is an unsubstituted or substituted aryl group of the formula



wherein R^{12} is defined as in claim 1; and p is an integer of one to five.

13. (Previously presented) A compound according to claim 1 wherein at least one of R^1, R^2, R^4 and R^5 is a group of formula II, wherein:

D is CR^6= or -N=,

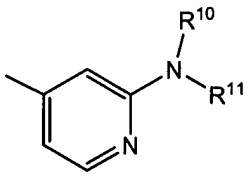
B is -S-, -O-, -CR^6= or -N=,

Y is -CR^6= or -N=,

Z is -CR^6= or -N=; and

n is zero or one.

14. (Previously presented) A compound according to claim 1 wherein R^3 is



15. (Previously presented) A compound according to claim 1 wherein R^1 is a group of formula II wherein

D is -CR^6=;

B is -O- or -S-;

Y is -N=; and

n is zero.

16. (Previously presented) A compound according to claim 1 wherein

D is -CR^6= or -N=;

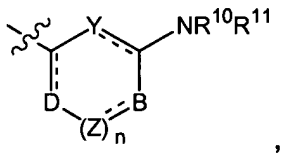
B is -N=;

Y is CR^6=; and

n is one.

17. (Previously presented) A compound according to claim 1 wherein

R^1 is selected from hydrogen, halogen, alkyl, nitro,

and 

,

wherein

D is -CR^6= or -N=,

B is -S-, -O-, -CR^6= or -N=,

Y is -CR^6= or -N=,

Z is -CR^6= or -N=; and

n is zero or one;

R^2 is selected from hydrogen, halogen, alkyl, and nitro; and

R^4 and R^5 are each independently selected from hydrogen and alkyl.

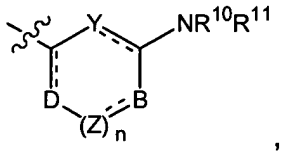
18. (Previously presented) A compound according to claim 1 wherein

R^1 and R^2 are each independently selected from hydrogen, halogen, and haloalkyl; and

R^4 and R^5 are each hydrogen.

19. (Previously presented) A compound according to claim 1 wherein

R^1 is selected from hydrogen, halogen, haloalkyl,

and 

,

wherein

D is $-CR^6=$ or -N=,

B is -S-, -O-, $-CR^6=$ or -N=,

Y is $-CR^6=$ or -N=,

Z is $-CR^6=$ or -N=; and

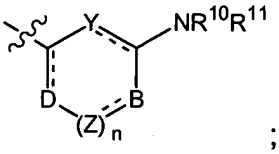
n is zero or one;

R^2 is selected from hydrogen, halogen, and haloalkyl; and

R^4 and R^5 are each hydrogen.

20. (Previously presented) A compound according to claim 1 wherein

R^1 is selected from hydrogen, halogen, haloalkyl,

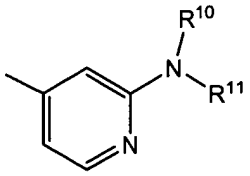
and 

;

R^2 is selected from hydrogen, chloro, and trifluoromethyl;

R^4 and R^5 are each hydrogen; and

R^3 is



21. (Previously presented) A compound according to claim 1 wherein R^6 is hydrogen.

22. (Previously presented) A compound according to claim 1 wherein

R^1 is selected from hydrogen, halogen, and haloalkyl,

R^2 is selected from hydrogen and halogen, and

R^4 and R^5 are each hydrogen.

23. (Previously presented) A compound according to claim 22 wherein

R^1 is trifluoromethyl, and

R^2 is hydrogen.

24. (Previously presented) A compound according to claim 22 wherein R^1 and R^2 are each chloro.

25. (Previously presented) A compound according to claim 1 which has an IC_{50} of less than 20 μM when tested in one or both of

(i) an ICAM-1/LFA-1 Biochemical Interaction Assay, or

(ii) an ICAM-1/JY-8 Cell Adhesion Assay

26-27. (Canceled)

28. (New) A method for treating a disease or disorder in a mammal, comprising administering to said mammal a therapeutic amount of a compound according to claim 1, wherein the disease or disorder benefits from inhibiting the interaction of LFA-1 with ICAM-1 or ICAM-3, and wherein administering to said mammal inhibits inflammation.

29. (New) A method of inhibiting the interaction of LFA-1 with ICAM-1 or ICAM -3, comprising administering to a mammal an effective amount of a compound according to claim 1, wherein administering to said mammal inhibits inflammation.

30. (New) A method for treating a disease or disorder selected from arthritis, Lyme arthritis, asthma, inflammatory lung injury, inflammatory bowel disease, inflammatory liver injury, inflammatory glomerular injury, radiation-induced enteritis, radiation pneumonitis, pulmonary reperfusion injury, stroke, peripheral artery occlusion, graft rejection, and graft-vs.-host disease, comprising administering to a mammal a therapeutic amount of a compound according to claim 1.